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LOUIS G. RECHER Assistant General Counsel

October 27, 1992

Sidney L. Strickland, Jr., Secretary Interstate Commerce Commission 12th Street and Constitution Avenue, N.W. Washington, D.C. 20423

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IMPRITATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), successor by merger to Louisville and Nashville Railroad Company, enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of October 20, 1992, executed by Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement among Bethlehem Steel Corporation and Pullman Incorporated (Pullman Standard Division) and Louisville and Nashville Railroad Company, dated as of April 1, 1977. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on May 27, 1977, and assigned Recordation No. 8834. The Conditional Sale

The names and addresses of the parties are as follows:

Trustee: Mercantile-Safe Deposit and Trust Company

2 Hopkins Plaza, G Level Baltimore, Maryland 21201

CSXT: CSX Transportation, Inc.

500 Water Street

Jacksonville, Florida 32202

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

Loui A. Reeser

LGR/dlf

RELEASE AND SATISFACTION AND BILL OF SALE

LOUISVILLE AND NASHVILLE RAILROAD COMPANY CONDITIONAL SALE

AGREEMENT DATED AS OF APRIL 1, 1977

OCT 2.9 1902 -2350 DW

KNOW ALL MEN BY THESE PRESENTS that Mercantile Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement dated as of April 1, 1977, among Bethlehem Steel Corporation and Pullman Incorporated (Pullman Standard Division) and Louisville and Nashville Railroad Company, hereby certifies that all of the \$20,760,948.00 Conditional Sale Indebtedness, with interest thereon at the rate of 7 3/4% and 8 1/2% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Mercantile-Safe Deposit and Trust Company does hereby declare said Conditional Sale Agreement dated as of April 1, 1977 to be satisfied and canceled and does consent that the same be discharged of record, and further Mercantile-Safe Deposit and Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to Louisville and Nashville Railroad Company) all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Mercantile-Safe Deposit and Trust Company.

ATTEST:

Mercantile-Safe Deposit and Trust
Company, as Agent

By:

Vice President

STATE OF MARYLAND)

OUTPOSE ()

CITY OF BALTIMORE)

On this <u>John</u> day of <u>October</u> 1992, before me personally appeared <u>John M. Mitchell</u>, to me personally known, who, being by me duly sworn, says that he is a <u>vice president</u> of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the seal of said corporation, by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

otary Public

RSBofSL3

MIN COMMISSION EXPIRES JULY 1, 1995